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RECORDATION NO. 18283-H FILED

December 28, 2010

DEC 28 '10 -4 30 PM

SURFACE TRANSPORTATION BOARD

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: TTX Company
Partial Termination of Equipment Trust Agreement
Lease No. 38-C

Dear Section Chief:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two copies of the Partial Termination of Equipment Trust Agreement 38-C, dated as of December 28, 2010, between The Bank of New York Mellon Trust Company, N.A. (successor-in-interest to Society National Bank), not in its individual capacity, but solely as Owner Trustee (the "*Owner Trustee*"), and Wells Fargo Bank Northwest, National Association (successor-in-interest to First Security Bank of Utah, National Association), as Security Trustee (the "*Security Trustee*").

The enclosed document relates to (a) the Lease of Railroad Equipment (No. 38-C), and (b) Equipment Trust Agreement (No. 38-C) between the Owner Trustee and the Agent, copies of which (or evidence thereof) were previously filed under Recordation Numbers 18283 and 18283-A respectively. Please also note that the enclosed document relates to the Partial Termination of Lease 38-C, dated as of December 28, 2010, between Owner Trustee and TTX Company, which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee: The Bank of New York Trust Company, N.A.
The Bank of New York Mellon
Chicago Corporate Trust
Two North LaSalle Street, Suite 1020
Chicago, IL 60602

Chapman and Cutler LLP

Security Trustee: Wells Fargo Bank Northwest, National Association
299 South Main Street, 12th Floor
MAC: 1228-120
Salt Lake City, Utah 84111.

A description of the equipment covered as of the date hereof by the aforesaid memorandum is:

The 214 railcars (including casualties) within the series DTTX 75606 - DTTX 75767, DTTX 720134 - DTTX 720199, DTTX 25334 - DTTX 25357, DTTX 25294 - DTTX 25437, and DTTX 54660 - DTTX 54957 as more specifically described in Schedule 1 attached hereto.

A short summary of the document to appear in the index follows:

Partial Termination of Equipment Trust Agreement 38-C.

A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3465.

Sincerely,

CHAPMAN AND CUTLER LLP

By 
Karim R. Merchant

KRM/dk
Enclosures

RECORDATION NO. 18283-H FILED

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**SCHEDULE 1
LEASE No. 38-C**

SURFACE TRANSPORTATION BOARD

PURCHASED RAILCARS

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
PURCHASED RAILCARS			
Five-unit articulated double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	GUNDERSON	75606 - 75629	47
		75702 - 75712	
		75714 - 75725	
		75758 - 75767	10
Five-unit articulated double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	720134 - 720138	5
		720139	1
		720186 - 720187	13
		720189 - 720199	
Four-unit drawbar-connected double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	25334	15
		25336 - 25341	
		25344 - 25345	
		25347 - 25349	
Three-unit drawbar-connected double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	25294 - 25297	4
		25419 - 25425	16
		25427 - 25429	
		25431 - 25436	

Single-unit double-stack container well cars, with capacity for 20' to 48' containers in all wells - DTTX	THRALL	54660 - 54695	38
		54698 - 54699	
		54792 - 54800	55
		54802 - 54804	
		54807 - 54824	
		54931 - 54934	
		54936 - 54951	
		54953 - 54957	
TOTAL PURCHASED			<u>204</u>
CASUALTIED RAILCARS			
Five-unit articulated double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	GUNDERSON	75713	1
Five-unit articulated double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	720188	1
Four-unit drawbar-connected double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	25346	1
Three-unit drawbar-connected double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	25426	3
		25430	
		25437	
Single-unit double-stack container-well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	54801	4
		54806	
		54935	
		54952	
TOTAL CASUALTIED			10

TOTAL ALL RAILCARS

214

**PARTIAL TERMINATION OF EQUIPMENT TRUST AGREEMENT 38-C
(STB)**

THIS PARTIAL TERMINATION OF EQUIPMENT TRUST AGREEMENT 38-C is made and entered into as of December 28, 2010 by and between THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. (successor-in-interest to Society National Bank), not in its individual capacity, but solely as Owner Trustee (the "*Owner Trustee*"), and Wells Fargo Bank Northwest, National Association (successor-in-interest to First Security Bank of Utah, National Association), as Security Trustee (the "*Security Trustee*").

1. The Owner Trustee has entered into that certain Lease of Railroad Equipment (No. 38-C) with TTX Company dated as of June 30, 1993 (as amended, modified or supplemented, the "*Lease*"), a copy of which (or evidence thereof) was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to the provisions of 49 U.S.C. Section 11303 on June 30, 1993 under Recordation Number 18283. The Lease was assigned to the Security Trustee by virtue of an Equipment Trust Agreement (No. 38-C) dated as of June 30, 1993 (as amended, modified or supplemented, the "*Equipment Trust Agreement*"), a copy of which (or evidence thereof) was filed with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C. Section 11303 on June 30, 1993 under Recordation Number 18283-A.

2. The Equipment Trust Agreement is terminated effective as of the date hereof solely with respect to the railroad equipment set forth on Exhibit A attached hereto (the "*Released Equipment*") and the Security Trustee hereby releases all of its right, title and interest in and to the Released Equipment. The Equipment Trust Agreement shall otherwise remain in full force and effect as to all other Equipment (as defined in the Equipment Trust Agreement) covered by the Equipment Trust Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A. (successor-in-interest to
Society National Bank), not in its individual
capacity, but solely as Owner Trustee

By: M Callahan
Name: M. CALLAHAN
Title: VICE PRESIDENT

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION (successor-in-interest to First
Security Bank of Utah, National Association),
not in its individual capacity, but solely as
Security Trustee

By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have each caused this termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

**THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A. (successor-in-interest to
Society National Bank), not in its individual
capacity, but solely as Owner Trustee**

**By: _____
Name:
Title:**

**WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION (successor-in-interest to First
Security Bank of Utah, National Association),
not in its individual capacity, but solely as
Security Trustee**

**By:  _____
Name: Val T. Orton
Title: Vice President**

STATE OF Illinois)
) SS.:
COUNTY OF Cook)

On this, the 21st day of December, 2010, before me, a Notary Public in and for said County and State, personally appeared M. CALLAHAN who being by me duly sworn, says that (s)he is the VICE PRESIDENT of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., that said instrument was signed on December 21 2010 on behalf of said trust company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said trust company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

Julie Meadors
Name: Julie Meadors
Notary Public
My Commission Expires: 1-7-12
Residing in Illinois

STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this, the _____ day of December, 2010, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on December __, 2010 on behalf of said national association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of December, 2010, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., that said instrument was signed on December __, 2010 on behalf of said trust company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said trust company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

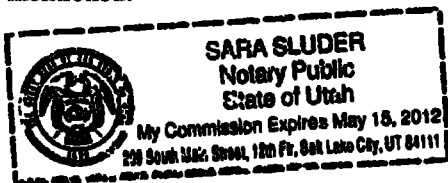
Name:
Notary Public
My Commission Expires.
Residing in _____

(SEAL)

STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this, the _____ day of December, 2010, before me, a Notary Public in and for said County and State, personally appeared Val T. Orton, who being by me duly sworn, says that (s)he is the Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on December __, 2010 on behalf of said national association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Sara Sluder
Name: Sara Sluder
Notary Public
My Commission Expires: May 15, 2012
Residing in Utah

(SEAL)

**EXHIBIT A
RAILCARS**

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
PURCHASED RAILCARS			
Five-unit articulated double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	GUNDERSON	75606 - 75629	47
		75702 - 75712	
		75714 - 75725	
		75758 - 75767	10
Five-unit articulated double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	720134 - 720138	5
		720139	1
		720186 - 720187	13
		720189 - 720199	
Four-unit drawbar-connected double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	25334	15
		25336 - 25341	
		25344 - 25345	
		25347 - 25349	
		25355 - 25357	
Three-unit drawbar-connected double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	25294 - 25297	4
		25419 - 25425	16
		25427 - 25429	
		25431 - 25436	
Single-unit double-stack container well cars, with capacity for 20' to 48' containers in all wells - DTTX	THRALL	54660 - 54695	38
		54698 - 54699	
		54792 - 54800	55
		54802 - 54804	
		54807 - 54824 54931 - 54934	

54936 - 54951
54953 - 54957

TOTAL PURCHASED

204

CASUALTIED RAILCARS

Five-unit articulated double-stack
container well cars with capacity for
20' to 48' containers in all wells -
DTTX

GUNDERSON

75713

1

Five-unit articulated double-stack
container well cars with capacity for
20' to 48' containers in all wells -
DTTX

THRALL

720188

1

Four-unit drawbar-connected
double-stack container well cars
with capacity for 20' to 48'
containers in all wells - DTTX

THRALL

25346

1

Three-unit drawbar-connected
double-stack container well cars
with capacity for 20' to 48'
containers in all wells - DTTX

THRALL

25426

25430

25437

3

Single-unit double-stack container-
well cars with capacity for 20' to
48' containers in all wells - DTTX

THRALL

54801

54806

54935

54952

4

TOTAL CASUALTIED

10

TOTAL ALL RAILCARS

214

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

12/28/12



Robert W. Alvord